

QUARTERLY STATEMENT

AS OF JUNE 30, 2014

OF THE CONDITION AND AFFAIRS OF THE

QCA Health Plan, Inc.

NAIC Group Code	4807	, 0000		NAIC Company Code	95448	Employer's ID Number	71-0794605
	(Current Period)	(Prior Perio	od)				
Organized under the Laws of Arkansas		Arkansas		State of Domi	cile or Port of Entry	Ark	ansas
Country of Domicile		United States of Ameri	ica				
Licensed as business type:	Life, Accident & H Dental Service Co Other[]			asualty[] vice Corporation[] iderally Qualified? Yes[] No	Health M	Medical & Dental Service or Ind faintenance Organization[X]	emnity[]
Incorporated/Organized		04/08/1996		Comme	enced Business	07/31/199	ò
Statutory Home Office		12615 Chenal Parkw	vay, Suite 300	,		Little Rock, AR, 72211	
Main Administrative Office		(Street and Nu	ımber)	12615 Chenal P	arkway, Suite 300	City or Town, State, Country and Zip (Code)
					nd Number)	(50.1)000 5 111	
		tle Rock, AR, 72211 State, Country and Zip Co	nde)			(501)228-7111 (Area Code) (Telephone Num	her)
Mail Address	(City of Town, s	12615 Chenal Parkw		,		Little Rock, AR, 72211	Dei)
Primary Location of Books a	and Docords	(Street and Number	or P.O. Box)			City or Town, State, Country and Zip (Code)
Filliary Location of Books a	and Records				enal Parkway, Suite treet and Number)	: 300	
		Rock, AR, 72211		_		(501)228-7111	
Internet Web Site Address	(City or Town, S	State, Country and Zip Co www.qualcl	,			(Area Code) (Telephone Num	ber)
Statutory Statement Contac	t	Randall	I Crow			(501)219-5109	
•		(Nan	me)			(Area Code)(Telephone Number)(E	xtension)
		ow@qualchoice.com -Mail Address)				(501)228-0135 (Fax Number)	
			Na Michael Edv Randall Alvi Linda DuPu	in Crow Treasurer Secretary	#		
Jor	ni Self Daniels, Vice P	resident-Operations		OTHERS Step	hen Sorsby M.D \	/ice President - Medical Affairs #	
		/ice President - Sales	& Marketing	Jon	Foose, Vice Preside	ent - Underwriting	
		Mark Bjornson #	DIRECTO	ORS OR TRUSTI	EES Christine Mul	horon #	
		Steven Schramm #			Chinstine Mui	nelen #	
	kansas ulaski ss						
the herein described assets with related exhibits, schedu said reporting entity as of the Statement Instructions and A reporting not related to accor	were the absolute pro- les and explanations e reporting period sta- accounting Practices unting practices and page des the related corres	perty of the said reportherein contained, and the above, and of its in and Procedures manuprocedures, according ponding electronic filir	rting entity, fre nexed or referr ncome and dec all except to the to the best of ng with the NA	e and clear from any liens o red to, is a full and true state ductions therefrom for the po e extent that: (1) state law n their information, knowledge IC, when required, that is an	r claims thereon, ex- ment of all the asse- eriod ended, and ha nay differ; or, (2) tha e and belief, respect exact copy (excep	entity, and that on the reporting procept as herein stated, and that the state and liabilities and of the conditive been completed in accordance at state rules or regulations requitively. Furthermore, the scope of the formatting differences due to	his statement, together tion and affairs of the ce with the NAIC Annual re differences in f this attestation by the
	(Signature)			(Signature)		(Signature)	
	el Edward Stock			Randall Alvin Crow		Linda DuPuis	
(F	Printed Name) 1.			(Printed Name) 2.		(Printed Name) 3.	
	President			Treasurer		Secretary	
	(Title)			(Title)		(Title)	
Subscribed and sword day of		2014	a. Is this ar b. If no,	n original filing? 1. State the amendment r 2. Date filed 3. Number of pages attac		Yes[X] No[]	- -
				or pageo attac			_

(Notary Public Signature)

DIRECTORS OR TRUSTEES (continued)

ASSETS

	ASSI				T :
		Cu	ırrent Statement Da		4
		1	2	3	
			Nonadmitted	Net Admitted Assets	December 31 Prior Year Net
		Assets	Assets	(Cols. 1 - 2)	Admitted Assets
1.	Bonds	17,924,511		17,924,511	10,886,739
2.	Stocks:				
	2.1 Preferred stocks	1.500.000		1.500.000	1.500.000
	2.2 Common stocks				
_		10,004,302		10,034,302	0,340,024
3.	Mortgage loans on real estate:				
	3.1 First liens				
	3.2 Other than first liens				
4.	Real estate:				
	4.1 Properties occupied by the company (less \$0 encumbrances)				
	4.2 Properties held for the production of income (less \$				
	,				
	4.3 Properties held for sale (less \$0 encumbrances)				
5.	Cash (\$16,210,301), cash equivalents (\$0) and short-term				
	investments (\$0)	16,210,301		16,210,301	9,095,456
6.	Contract loans (including \$0 premium notes)				
7.	Derivatives				
8.	Other invested assets	5,457		5,457	5,634
9.	Receivables for securities				
10.	Securities lending reinvested collateral assets				
11.	Aggregate write-ins for invested assets				
12.	Subtotals, cash and invested assets (Lines 1 to 11)				
	` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` `				
13.	Title plants less \$0 charged off (for Title insurers only)				
14.	Investment income due and accrued	26,869		26,869	30,592
15.	Premiums and considerations:				
	15.1 Uncollected premiums and agents' balances in the course of collection	228,401		228,401	971 519
	15.2 Deferred premiums, agents' balances and installments booked			,	
	1				
	but deferred and not yet due (including \$0 earned but				
	unbilled premiums)				
	15.3 Accrued retrospective premiums				
16.	Reinsurance:				
	16.1 Amounts recoverable from reinsurers				745 834
	16.2 Funds held by or deposited with reinsured companies				
	16.3 Other amounts receivable under reinsurance contracts				
17.	Amounts receivable relating to uninsured plans	1,058,289		1,058,289	435,524
18.1	Current federal and foreign income tax recoverable and interest thereon	91,426		91,426	91,426
18.2	Net deferred tax asset	456.910	456.910		
19.	Guaranty funds receivable or on deposit				
	•				
20.	Electronic data processing equipment and software	1,487,174	1,487,174		
21.	Furniture and equipment, including health care delivery assets				
	(\$0)	348,511	348,511		
22.	Net adjustments in assets and liabilities due to foreign exchange rates				
23.	Receivables from parent, subsidiaries and affiliates				
	•				
24.	Health care (\$0) and other amounts receivable				
25.	Aggregate write-ins for other than invested assets	1,122,025	1,122,025		
26.	TOTAL assets excluding Separate Accounts, Segregated Accounts and				
	Protected Cell Accounts (Lines 12 to 25)	51,481,953	3,551,555	47,930,398	30,952,723
27.	From Separate Accounts, Segregated Accounts and Protected Cell				
	Accounts				
00	The state of the s				
28.	TOTAL (Lines 26 and 27)	51,481,953	3,551,555	47,930,398	30,952,723
	ILS OF WRITE-INS	Т			
	rounding				
1103.					
1198.	Summary of remaining write-ins for Line 11 from overflow page				
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)	000 005	000 00-		
	Prepaid Expenses				
	Other Intangible Assets				
	rounding				
	Summary of remaining write-ins for Line 25 from overflow page				
Z599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	1,122,025	1,122,025		

STATEMENT AS OF June 30, 2014 OF THE QCA Health Plan, Inc. LIABILITIES, CAPITAL AND SURPLUS

	LIADILITIES, CAPITAL AND			T D: V	
		1	Current Period 2	3	Prior Year 4
		Covered	Uncovered	Total	Total
1.	Claims unpaid (less \$0 reinsurance ceded)	14,055,512	1,251,045	15,306,557	13,286,998
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses	99,045		99,045	99,045
4.	Aggregate health policy reserves, including the liability of \$0 for medical loss ratio				
	rebate per the Public Health Service Act	939,022		939,022	289,895
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	5,049,521		5,049,521	2,252,565
9.	General expenses due or accrued	1,792,163		1,792,163	1,448,827
10.1	Current federal and foreign income tax payable and interest thereon (including \$0				
	on realized gains (losses))				
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated				
14.	Borrowed money (including \$0 current) and interest thereon \$0				
	(including \$0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	910,334		910,334	106,919
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with (\$0 authorized reinsurers, \$0				
	unauthorized reinsurers and \$0 certified reinsurers)				
20.	Reinsurance in unauthorized and certified (\$0) companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans				
23.	Aggregate write-ins for other liabilities (including \$0 current)				
24.	Total liabilities (Lines 1 to 23)				
25.	Aggregate write-ins for special surplus funds				
26.	Common capital stock				
27.	Preferred capital stock				
28.	Gross paid in and contributed surplus			9,500,000	
29.	Surplus notes				
30.	Aggregate write-ins for other than special surplus funds				
31.	Unassigned funds (surplus)	X X X	X X X	(14,042,502)	(14,681,549)
32.	Less treasury stock, at cost:				
	32.10 shares common (value included in Line 26 \$				
	32.20 shares preferred (value included in Line 27 \$0)				
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)				
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	47,930,398	30,952,723
2301.	ILS OF WRITE-INS Cost Share Reduction liability	558 035		558 035	(1)
	ACA Insurer Fees				
	rounding				
2398.	Summary of remaining write-ins for Line 23 from overflow page	2 205 077		2 205 077	
2599. 2501	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) ACA tax estimate for 2015 fee year, 2014 data year	X X X	X X X	(1 240 329)	(1)
2502.	NOT LOX COMMISSION FOR YOUR ACTION OF THE PROPERTY OF THE PROP				
2503.					
	Summary of remaining write-ins for Line 25 from overflow page				
2599. 3001.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)			(1,240,329)	
3001.					
3003.		X X X	X X X		
	Summary of remaining write-ins for Line 30 from overflow page		X X X		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	X X X	X X X		

STATEMENT AS OF June 30, 2014 OF THE QCA Health Plan, Inc. STATEMENT OF REVENUE AND EXPENSES

2. N		Current Yea 1 Uncovered	2	Prior Year To Date 3	Prior Year Ended December 31 4
2. N		1 Uncovered	-	3	4
2. N		ou.ou	Total	Total	Total
3.	Member Months	x x x	235,629	250,561	495,442
1	Net premium income (including \$0 non-health premium income)	x x x	71,854,280	71,142,452	141,264,056
ـ ا	Change in unearned premium reserves and reserves for rate credits	x x x			
4. F	Fee-for-service (net of \$0 medical expenses)	X X X			
	Risk revenue				
6. A	Aggregate write-ins for other health care related revenues	x x x			
7. <i>F</i>	Aggregate write-ins for other non-health revenues	x x x			
8. 1	Total revenues (Lines 2 to 7)	X X X	71,854,280	71,142,452	141,264,056
Hospital	l and Medical:				
9. H	Hospital/medical benefits	4,336,004	45,786,898	52,995,289	103,953,373
10.	Other professional services				
	Outside referrals				
	Emergency room and out-of-area				
	Prescription drugs				
	Aggregate write-ins for other hospital and medical				
	Incentive pool, withhold adjustments and bonus amounts				
	Subtotal (Lines 9 to 15)				
Less:		, , , , ,	, .	,,	,,,,,
	Net reinsurance recoveries		325 240	573 751	2 454 464
	Total hospital and medical (Lines 16 minus 17)				
	Non-health claims (net)				
	Claims adjustment expenses, including \$1,969,107 cost containment expenses				
	General administrative expenses				
	Increase in reserves for life and accident and health contracts (including \$		11,304,420		10,000,723
	in reserves for life only)		020 022	(1 241 206)	(1 940 040)
	Total underwriting deductions (Lines 18 through 22)			` ,	` ′
	Net underwriting gain or (loss) (Lines 8 minus 23)				
	Net investment income earned		` '	, ,	l ' '
	Net realized capital gains (losses) less capital gains tax of \$0			•	
	Net investment gains or (losses) (Lines 25 plus 26)		` ,		` '
					250,592
	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$0) (amount charged off \$0)]				
	Aggregate write-ins for other income or expenses			12,420	53,755
	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24		(225.252)	(4.000.000)	(0.500.000)
	plus 27 plus 28 plus 29)				
	Federal and foreign income taxes incurred				
DETAILS	Net income (loss) (Lines 30 minus 31)				
0601.	O WAIL-ING	X X X			
	Summary of remaining write-ins for Line 6 from overflow page				
	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)				
0703.		XXX			
0798. S	Summary of remaining write-ins for Line 7 from overflow page	X X X			
1401.					
	Summary of remaining write-ins for Line 14 from overflow page				
	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)				
	rounding				
2901. r	Miscellaneous Income/Expense	1		12.420	53.755
2901. r 2902. M 2903. 0	Miscellaneous Income/Expense				

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	12,820,591	12,930,502	12,930,502
34.	Net income or (loss) from Line 32	(1,141,624)	(1,666,683)	(3,589,383)
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$	841,641	254,004	1,128,665
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax	1,029,309		
39.	Change in nonadmitted assets	(3,378,199)	160,503	350,809
40.	Change in unauthorized and certified reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
	44.1 Paid in			
	44.2 Transferred from surplus (Stock Dividend)			
	44.3 Transferred to surplus			
45.	Surplus adjustments:			
	45.1 Paid in	7,500,000		2,000,000
	45.2 Transferred to capital (Stock Dividend)			
	45.3 Transferred from capital			
46.	Dividends to stockholders			
47.	Aggregate write-ins for gains or (losses) in surplus	2,047,591	(6)	(2)
48.	Net change in capital and surplus (Lines 34 to 47)	6,898,718	(1,252,182)	(109,911)
49.	Capital and surplus end of reporting period (Line 33 plus 48)	19,719,309	11,678,320	12,820,591
DETAI 4701.	LS OF WRITE-INS Rounding		(6)	(2)
4702. 4703.	PPE contribution	2,047,591		
4798. 4799.	Summary of remaining write-ins for Line 47 from overflow page TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			(2)

20.0001

CASH FLOW

	CASITILOW			
		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	Cash from Operations	10 200	10 20.0	2000
1.	Premiums collected net of reinsurance	76,043,481	70,302,587	138,460,951
2.	Net investment income		104,928	302,971
3.	Miscellaneous income			· ·
4.	TOTAL (Lines 1 to 3)			
5.	Benefit and loss related payments			
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions			
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains			
	(losses)	283.246	(254.004)	(1.128.665)
10.	TOTAL (Lines 5 through 9)		` ` `	,
11.	Net cash from operations (Line 4 minus Line 10)			
' ' '	Cash from Investments	0,000,401	(4,020,020)	(10,700,770)
12.	Proceeds from investments sold, matured or repaid:			
12.	12.1 Bonds	2 121 075	2 212 107	E 663 066
	12.2 Stocks			
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds			
	12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)	2,380,844	3,317,618	7,663,100
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds			
	13.2 Stocks	3,253,537	3,508,109	5,298,633
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications		254,014	1,128,105
	13.7 TOTAL investments acquired (Lines 13.1 to 13.6)	12,321,816	7,858,179	13,414,672
14.	Net increase (or decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	. (9,940,972)	(4,540,561)	(5,751,572)
	Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock	7,500,000		2,000,000
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders			
	16.6 Other cash provided (applied)		(294,775)	(54,019)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5			
	plus Line 16.6)		(294,775)	1,945,981
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		,	, ,
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and			
	17)	7,114,845	(9,359,256)	(14,575,367)
19.	Cash, cash equivalents and short-term investments:			, , , ,
	19.1 Beginning of year	9.095.456	23.670.823	23.670.823
	19.2 End of period (Line 18 plus Line 19.1)	1		, ,
	Note: Supplemental Disclosures of Cash Flow Information f			

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

		1	Comprehensive (H	lospital & Medical)	4	5	6	7	8	9	10
			2	3				Federal			
		Table	1 - 42 - 241	0	Medicare	Vision	Dental	Employees Health	Title XVIII	Title XIX	Otto
		Total	Individual	Group	Supplement	Only	Only	Benefit Plan	Medicare	Medicaid	Other
Total N	Members at end of:										
1.	Prior Year	41,256	7,593	33,134				529			
2.	First Quarter	39,263	8,739	30,132				392			
3.	Second Quarter	38,834	8,680	29,789				365			
4.	Third Quarter										
5.	Current Year										
6.	Current Year Member Months	235,629	52,825	180,540				2,264			
Total N	Member Ambulatory Encounters for Period:										
7.	Physician	148,165	17,927	128,822				1,416			
8.	Non-Physician	53,351	4,347	48,783				221			
9.	Total	201,516	22,274	177,605				1,637			
10.	Hospital Patient Days Incurred	3,540	153	3,353				34			
11.	Number of Inpatient Admissions	750	48	694				8			
12.	Health Premiums Written (a)	72,507,132	11,737,781	59,830,582				938,769			
13.	Life Premiums Direct										
14.	Property/Casualty Premiums Written										
15.	Health Premiums Earned	72,507,132	11,737,781	59,830,582				938,769			
16.	Property/Casualty Premiums Earned										
17.	Amount Paid for Provision of Health Care Services	53,827,599	7,928,990	45,291,759				606,850			
18.	Amount Incurred for Provision of Health Care										
	Services							618,649			

⁽a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$..................0.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported) Aging Analysis of Unpaid Claims

Aging Analysis of Oripaid Claims									
1	2	3	4	5	6	7			
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 days	Over 120 Days	Total			
0199999 Individually Listed Claims Unpaid									
0299999 Aggregate Accounts Not Individually Listed - Uncovered	677,022	319,116	142,654	43,820	68,432	1,251,044			
0399999 Aggregate Accounts Not Individually Listed - Covered	6,494,826	3,061,354	1,368,514	420,375	656,484	12,001,553			
0499999 Subtotals	7,171,848	3,380,470	1,511,168	464,195	724,916	13,252,597			
0599999 Unreported claims and other claim reserves									
0799999 Total Claims Unpaid									
0899999 Accrued Medical Incentive Pool And Bonus Amounts									

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

						5	6
				Liability			
		Cla	ims	End	d of		
		Paid Yea	r to Date	Current	Quarter		
		1	2	3	4		Estimated Claim
							Reserve and
		On	On	On	On		Claim
	Line	Claims Incurred	Claims Incurred	Claims Unpaid	Claims Incurred	Claims Incurred	Liability
	of	Prior to January 1	During the	Dec 31 of	During the	in Prior Years	Dec 31 of
	Business	of Current Year	Year	Prior Year	Year	(Columns 1+3)	Prior Year
1.	Comprehensive (hospital & medical)					11,593,410	13,147,204
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare						
7.	Title XIX - Medicaid						
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	11,403,441	43,908,483	318,010	14,988,547	11,721,451	13,286,998
10.	Healthcare receivables (a)						1,093,565
11.	Other non-health						
12.	Medical incentive pools and bonus amounts						
13.	Totals (Lines 9 - 10 + 11 + 12)	9,919,116	43,908,483	181,075	14,430,926	10,100,191	12,193,433

⁽a) Excludes \$......0 loans or advances to providers not yet expensed.

QCA HEALTH PLAN, INC.

Notes to Financial Statements - Statutory Basis

(1) Summary of Significant Accounting Policies

The following is a summary of the significant accounting policies used in the preparation of the accompanying financial statements. Such policies are in conformity with the Annual Statement Instructions and the Accounting Practices and Procedures Manual of the National Association of Insurance Commissioners ("NAIC") and the accounting practices as prescribed or permitted by the Arkansas Insurance Department and are not intended to be a presentation in conformity with accounting principles generally accepted in the United States of America.

Cash and Cash Equivalents and Short Term Investments: The Company considers all cash accounts and all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. Certificates of deposit with a maturity of more than four months but less than one year are considered short term investments and are stated at cost.

Premiums Receivable: The Company uses the allowance method of accounting for uncollectible receivables. Premiums receivable represent medical premium revenue that has been billed and recognized as revenue, but has not been collected.

Investment Securities: Bonds and other debt instruments for which the Company intends to hold to until they mature are classified as held to maturity and are stated at cost adjusted for amortization of premiums and accretion of discounts computed by the interest method. Stocks and bond funds which have no set maturity date are classified as available for sale and are stated at fair market value.

Medical Claims Payable: Reported claims expected to be paid after the balance sheet date for services provided to members prior to the balance sheet date are recorded as liabilities. Claims for services provided to members during the financial reporting period which are unreported at the balance sheet date are estimated based on the Company's claims experience and recorded as liabilities. The amounts recorded are based upon estimates of the ultimate net cost of such services provided. These reserves are subject to continuous review by management and changes in estimates are reflected in earnings currently.

Income Taxes: Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due.

Revenue: Medical premium revenue is recognized in the month in which members are entitled to receive health care services. Medical premiums collected in advance are recorded as unearned premium revenue.

Cost of Benefits Provided: Cost of benefits provided includes the costs of all medical services delivered to enrolled members of the Company and for whom the Company has recorded medical premium revenue during the reporting period. These costs include payments for specific medical services paid to physicians, hospitals, and other health care providers on a fee-for-service basis. Costs of benefits include claims paid, claims in process and pending, estimates of unreported claims and charges, and processing costs of those estimates at the end of the fiscal year for which the Company will be responsible. There are certain provider contracts within the network that contain various risk sharing arrangements, in which the unallocated withhold amounts for members who have not designated a primary care physician are returned to the Company as part of the settlement and administration of such risk sharing arrangements and accordingly are recorded as a reduction of cost of benefits provided.

Premium Tax: The state in which the Company does business requires the remittance of premium taxes based upon a percentage of billed premiums.

Advertising Costs: Advertising and promotions related expenses are charged to operations when incurred.

Non-Admitted Assets: Certain assets (principally pharmaceutical rebate receivables, property plant and equipment, goodwill and deferred tax assets not expected to be realized within a 12 month period) designated as "non-admitted" are not included in the financial statements.

Accounting Estimates: The preparation of financial statements in conformity with the accounting practices described above requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates.

Gross Paid-in and Contributed Capital: On May 1 \$7,500,000 in contributed capital was received by the company. On the March 31 filed financial statements a receivable was recorded for the additional capital contribution, and was satisfied by receipt of cash prior to the filing of the 1st quarterstatutory financial statement. This contribution was treated as a Type I subsequent event in accordance with SSAP No. 9 and as such was considered an admitted asset based on the evidence of collection and approval of the Arkansas Insurance Commissioner.

(2) Accounting Changes and Corrections of Errors

None.

(3) Business Combinations and Goodwill

The Company recognized Goodwill of \$500,000 in the 2^{nd} quarter. The entire amount was non-admitted. The parent of the company was purchased in the 2^{nd} quarter. See note 10.

(4) <u>Discontinued Operations</u>

None.

(5) **Investments**

No significant changes.

(6) Joint Ventures, Partnerships and Limited Liability Companies

No significant changes.

(7) <u>Investment Income</u>

Realized losses and gains in Investment Income due to a realized loss or gain on the sale of ETF's are reported on the Income statement as required. Unrealized losses and gains are recorded are recorded on page 5.

(8) <u>Derivative Instruments</u>

None.

(9) <u>Income Taxes</u>

No significant changes.

(10) <u>Information Concerning Parent, Subsidiaries and Affiliates</u>

The Company received a contribution in capital of \$7,500,000. The contribution was recorded as an accounts receivable and as paid in capital in the 1st quarter. The cash was received in the 2nd quarter and the accounts receivable was removed from the statement. See note 1 for further information.

On April 8, 2014 CollabHealth Plan Services, Inc. submitted a Form A Statement regarding the acquisition of control or merger with QualChoice Holding, Inc. QualChoice Holdings, Inc. is the parent company of QCA Health Plan, Inc. and QualChoice Life and Health Insurance Company, Inc. CollabHealth, a wholly owned subsidiary of Catholic Health Initiatives, closed on a series of stock-purchase agreements to acquire QualChoice Holdings, Inc. On May 1, 2014 the transaction was approved. CollabHealth contributed new capital of \$7,500,000 to QCA Health Plan, Inc. Treatment of the capital contribution is discussed in Note 1. In the 2nd quarter CollabHealth Health, Inc. was renamed Prominence Health, Inc. and CollabHealth Plan Services Plan Services, Inc. was renamed Prominence Health Plan Services, Inc. The new names are reflected in Schedule Y. Upon completion of the stock-purchase agreements QCA Health Plan, Inc. became part of a Holding Company. This is reflected on Schedule Y.

(11) <u>Debt</u>

None.

(12) <u>Retirement Plans, Deferred Compensation and Other Postretirement Benefit and Compensated Absences and Other Postretirement Benefit Plans</u>

No significant changes.

(13) <u>Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations</u>

No significant changes.

(14) Contingencies

No significant changes.

(15) Leases

None.

(16) <u>Information About Financial Instruments With Off Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk</u>

None.

(17) <u>Sale, Transfer and Servicing of Financial Assets and Extinguishments of</u> Liabilities

None.

(18) Gain or Loss To The Reporting Entity From Uninsured A&H Plans and The Uninsured Portion of Partially Insured Plans

No significant changes.

(19) <u>Direct Premium Written/Produced By Managing General Agents/Third Party</u> Administrators

None

(20) Fair Value Measurements

Assets

All investments are recorded at amortized cost, except for ETF's referenced in #5 above. ETF's are adjusted to market value on a monthly basis.

Amount

(21) Other Items

J. Risk Sharing Provisions of the Affordable Care Act

1.	Permanent	Risk Adjustment	Program
----	-----------	-----------------	---------

	Assets	Amount
	a. Premium Adjustment Receivable	\$0
	Liabilities	
	b. Risk Adjustment User Fees Payable	\$0
	c. Premium Adjustments Payable	\$0
	Operations (Revenue & Expense)	
	d. Premium for Accident and Health Contracts	\$0
2.	Transitional Reinsurance Program	
	Assets	
	a. Amounts recoverable for claims paid	\$0
	b. Amounts recoverable for claims unpaid	\$0
	c. Amounts receivable relating to uninsured plans	\$0
	Liabilities	
	d. Claims unpaid-ceded	\$0
	e. Contributions payable-not reported as ceded	\$0
	f. Ceded reinsurance premiums payable	\$0
	g. Liability for amounts held under uninsured plans	\$0
	Operations (Revenue & Expense)	
	h. Ceded reinsurance premiums	\$0
	i. Reinsurance recoveries	\$0
	j. Contributions-not reported as ceded premiums	\$1,237,052
3.	Temporary Risk Corridors Program	
	Assets	
	a. Accrued retrospective premium	\$0
	Liabilities	

	b. Reserve for rate credits/policy exp rating refunds \$0
	Operations (Revenue & Expense)
	c. Net premium income (paid/received) \$0
	d. Change in reserves for rate credits \$0
	4. Have there been any material re-estimations and/or impairments reporting period? NO
(22)	Events Subsequent
	None
(23)	Reinsurance
	No significant changes.
(24)	Retrospectively Rated Contracts & Contracts Subject To Redetermination
	None.
(25)	Change In Incurred Claims and Claim Adjustment Expenses
	None.
(26)	Intercompany Pooling Arrangements
	None.
(27)	Structured Settlements
	None.
(28)	Health Care Receivables
	No significant changes.
(29)	Participating Policies
	None.
(30)	<u>Premium Deficiency Reserves</u>
	There have been no changes in premium deficiency reserves since year end.
(31)	Anticipated Salvage and Subrogation
(51)	

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

	Domicile, as requi	entity experience any material trans red by the Model Act? ort been filed with the domiciliary si		Disclosure of M	aterial Transaction	ons with the Stat	e of	Yes[X] No[] Yes[X] No[] N/A[]			
	Has any change be reporting entity? If yes, date of cha	een made during the year of this st nge:	tatement in the charter, by-la	ws, articles of in	corporation, or de	eed of settlemen	t of the	Yes[X] No[] 05/01/2014			
3.2	an insurer? If yes, complete Have there been If the response to	tity a member of an Insurance Hold Schedule Y, Parts 1 and 1A. any substantial changes in the org 3.2 is yes, provide a brief description QualChoice Holdings. The owners	anizational chart since the properties of those changes:	ior quarter end?		sons, one or mor	e of which is	Yes[X] No[] Yes[X] No[]			
4.1 4.2	Has the reporting If yes, provide the	entity been a party to a merger or on a marger or coname of entity, NAIC Company Condition of the merger or consolidation.	consolidation during the perio	d covered by thi	s statement?	r any entity that	has ceased	Yes[] No[X]			
		1 Name of I	Entity	NAIC C	2 ompany Code	State	3 of Domicile				
5.		ity is subject to a management agr ent, have there been any significant xplanation.					orney-in-fact,	Yes[] No[] N/A[X]			
6.2	State the as of date should be the State as of what d the reporting entity date).	ate the latest financial examination to that the latest financial examination date of the examined balance she ate the latest financial examination /. This is the release date or complete to departments?	ion report became available to the et and not the date the report report became available to co	from either the so t was completed other states or th	tate of domicile of d or released. le public from eith	ner the state of d	lomicile or	12/31/2011 12/31/2011 05/30/2013			
6.5	 6.4 By what department or departments? Arkansas Insurance Department 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? 6.6 Have all of the recommendations within the latest financial examination report been complied with? 										
	 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? 7.2 If yes, give full information 										
8.2 8.3	If response to 8.1 Is the company af If response to 8.3 regulatory services	subsidiary of a bank holding compa is yes, please identify the name of filiated with one or more banks, thri is yes, please provide below the na s agency [i.e. the Federal Reserve ation (FDIC) and the Securities Exc	the bank holding company. ifts or securities firms? ames and location (city and s Board (FRB), the Office of th	tate of the main e Comptroller of	office) of any affi	CC), the Federa	l Deposit	Yes[] No[X] Yes[] No[X]			
		1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC				
				. Yes[] No[X]	. Yes[] No[X]	. Yes[] No[X]	. Yes[] No[X]				
	similar functions) (a) Honest and e relationships; (b) Full, fair, acci (c) Compliance v (d) The prompt ir (e) Accountability	urate, timely and understandable di vith applicable governmental laws, aternal reporting of violations to an a v for adherence to the code.	ode of ethics, which includes I handling of actual or appare sclosure in the periodic reporules and regulations;	s the following st ent conflicts of in rts required to be	andards? terest between p e filed by the repo	ersonal and prof	· ·	Yes[X] No[]			
9.2 9.2 9.3	Has the code of of the second	o 9.1 is No, please explain: ethics for senior managers been an o 9.2 is Yes, provide information rel ons of the code of ethics been waiv o 9.3 is Yes, provide the nature of a	ated to amendment(s). /ed for any of the specified o	fficers?				Yes[]No[X] Yes[]No[X]			
10. 10.	1 Does the reportir 2 If yes, indicate an	ng entity report any amounts due fron ny amounts receivable from parent	om parent, subsidiaries or aff	ANCIAL filiates on Page 2 int:	2 of this statemer	nt?		Yes[X] No[] \$93,847			
	use by another p	stocks, bonds, or other assets of th erson? (Exclude securities under s nd complete information relating the	e reporting entity loaned, pla ecurities lending agreements	STMENT ced under options.)	n agreement, or o	otherwise made	available for	Yes[] No[X]			
12.	Amount of real e	state and mortgages held in other i	nvested assets in Schedule I	BA:				\$			
13.	Amount of real e	state and mortgages held in short-t	erm investments:					\$			

GENERAL INTERROGATORIES (Continued)

INVESTMENT

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

14.2 If yes, please complete the following:

Yes[X] No[]

		1	2
		Prior Year-End	Current Quarter
		Book/Adjusted	Book/Adjusted
		Carrying Value	Carrying Value
14.21	Bonds		
14.22	Preferred Stock	1,500,000	1,500,000
14.23	Common Stock		
14.24	Short-Term Investments		
14.25	Mortgages Loans on Real Estate		
14.26	All Other	5,634	5,457
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal		
	Lines 14.21 to 14.26)	1,505,634	1,505,457
14.28	Total Investment in Parent included in Lines 14.21 to 14.26		
	above		

15.1	Has	the re	eporting e	entity e	entered	into ar	ny hedging	transactions	reported	on Sc	hedule DB'	?

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? If no, attach a description with this statement.

Yes[] No[X] Yes[] No[] N/A[X]

- 16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:

 - 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2
 16.2 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2
 16.3 Total payable for securities lending reported on the liability page

- 17. Excluding items in Schedule E Part 3 Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?
 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

Yes[X] No[]

1	2
Name of Custodian(s)	Custodian Address
Arvest Asset Management Stephens Bank Trust	

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?
17.4 If yes, give full and complete information relating thereto:

Yes[] No[X]

•	•	•

1	2	3	4
		Date	
Old Custodian	New Custodian	of Change	Reason

17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration		
Depository	Name(s)	Address
		200 Commerce Dr. Ste. 100 Little Rock, AR
	Alan Tedford	111 Center Street, Little Rock, AR

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes[X] No[]

18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent
1.2 A&H cost containment percent
1.3 A&H expense percent excluding cost containment expenses

2.1 Do you act as a custodian for health savings accounts?

2.2 If yes, please provide the amount of custodial funds held as of the reporting date.

2.3 Do you act as an administrator for health savings accounts?

2.4 If yes, please provide the balance of the funds administered as of the reporting date.

3 Ves[] No[X]

4 Yes[] No[X]

5 Yes[] No[X]

7 Yes[] No[X]

8 Yes[] No[X]

9 Yes[] No[X]

10 Yes, please provide the balance of the funds administered as of the reporting date.

STATEMENT AS OF June 30, 2014 OF THE QCA Health Plan, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

Showing Air Non Romodianos Produce Sanone rode to Bate											
1	2	3	4	5	6	7	8	9			
NAIC					Type of		Certified	Effective Date			
Company	ID	Effective		Domiciliary	Reinsurance	Type of	Reinsurer Rating	of Certified			
Code	Number	Date	Name of Reinsurer	Jurisdiction	Ceded	Reinsurer	(1 through 6)	Reinsurer Rating			
			NO	NF							
				IN C							

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

		Current	rearto	Date - All	ocated by	States and				
						Direct Busi	ness Only		1	
		1	2	3	4	5	6	7	8	9
						Federal	Life and Annuity			
			Accident and			Employees Health	Premiums	Property/	Total	
		Active	Health	Medicare	Medicaid	Benefits Program	and Other	Casualty	Columns	Deposit-Type
	State, Etc.	Status	Premiums	Title XVIII	Title XIX	Premiums	Considerations	Premiums	2 Through 7	Contracts
1.	Alabama (AL)					Tremiumo		1 TOTHIGHTO	Z mrough r	Contracts
	, ,		l							
2.	Alaska (AK)									
3.	Arizona (AZ)									
4.	Arkansas (AR)					938,769			72,507,129	
5.	California (CA)									
6.	Colorado (CO)	N								
7.	Connecticut (CT)	N								
8.	Delaware (DE)									
9.	District of Columbia (DC)									
10.	Florida (FL)									
11.	Georgia (GA)									
12.	Hawaii (HI)	N								
13.	Idaho (ID)	N								
14.	Illinois (IL)									
15.	Indiana (IN)	N								
16.	lowa (IA)									
17.	Kansas (KS)							l	l	l [.]
18.	Kentucky (KY)									
19.	Louisiana (LA)									
20.	Maine (ME)									
21.	Maryland (MD)									
22.	Massachusetts (MA)									
23.	Michigan (MI)									
24.	Minnesota (MN)	N								
25.	Mississippi (MS)	N								
26.	Missouri (MO)									
27.	Montana (MT)									
28.	Nebraska (NE)									
29.	Nevada (NV)									
30.	New Hampshire (NH)									
31.	New Jersey (NJ)									
32.	New Mexico (NM)									
33.	New York (NY)	N								
34.	North Carolina (NC)	N								
35.	North Dakota (ND)	N								
36.	Ohio (OH)									
37.	Oklahoma (OK)									
38.	Oregon (OR)									
39.	Pennsylvania (PA)									
40.	Rhode Island (RI)									
41.	South Carolina (SC)									
42.	South Dakota (SD)									
43.	Tennessee (TN)		l							
44.	Texas (TX)									
45.	Utah (UT)	N								
46.	Vermont (VT)	N								
47.	Virginia (VA)									
48.	Washington (WA)		l							
49.	West Virginia (WV)									
50.	Wisconsin (WI)									
51.	Wyoming (WY)		l							
52.	American Samoa (AS)									
53.	Guam (GU)									
54.	Puerto Rico (PR)									
55.	U.S. Virgin Islands (VI)	N								
56.	Northern Mariana Islands (MP)	N								
57.	Canada (CAN)									
58.	Aggregate other alien (OT)									
59.	Subtotal		. 71,568,360			938,769			72,507,129	
		^ ^ ^ .	. 11,000,000						12,501,129	
60.	Reporting entity contributions for	VVV								
04	Employee Benefit Plans		74 500 000			000.700			70 505 105	
61.	Total (Direct Business)	(a)1	. 71,568,360			938,769			72,507,129	
	LS OF WRITE-INS									
5801.		X X X .								
5802.		X X X .								
5803.		X X X .								
5898.	Summary of remaining write-ins for	1		1						
	Line 58 from overflow page	X X X .								
5899.	TOTALS (Lines 5801 through 5803									
J039.		VVV								
	plus 5898) (Line 58 above)	X X X .								

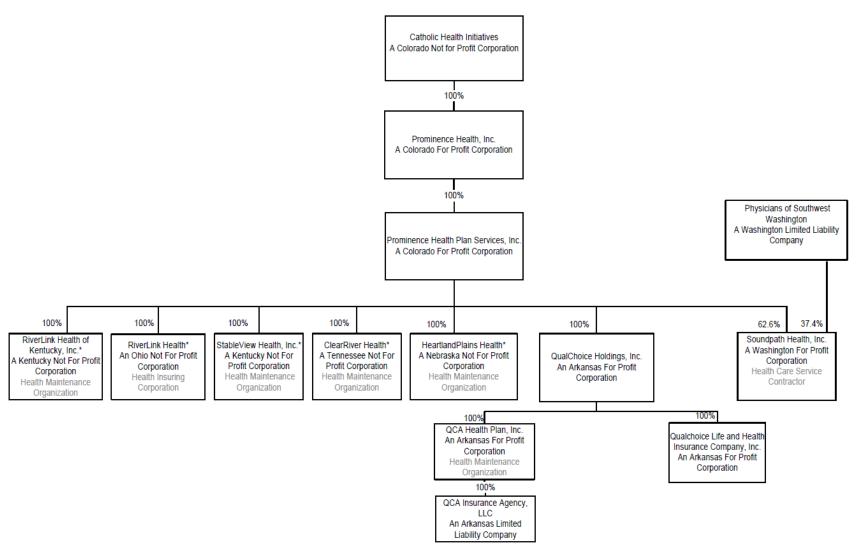
⁽a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ORGANIZATIONAL CHART



SCHEDULE Y PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

				-							•			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
						Name of				Directly	Type of Control			
						Securities	Names of		Relation-	Controlled	(Ownership,	If Control		
		NAIC				Exchange	Parent,	Domic-	ship to	by	Board,	is	Ultimate	
		Comp-	Federal			if Publicly	Subsidiaries	iliary	Report-	(Name of	Management,	Ownership	Controlling	
Group		any	ID	FEDERAL		Traded (U.S.	Or	Loca-	ing	Entity /	Attorney-in-Fact,	Provide	Entity(ies)	
Code	Group Name	Code	Number	RSSD	CIK	or International)	Affiliates	tion	Entity	Person)	Influence, Other)	Percentage	/ Person(s)	*
4807	Catholic Health Initatives Grp.	95448	71-0794605 .				QCA Health Plan. Inc.	AR .	RF	Promience Health Plan Services	Ownershin	100.0	Catholic Health Initatives	
4807	Catholic Health Initatives		71-0386640 .				QualChoice Life and Health	,	1 1 1	Tronnonco ricalari lan corvicco	0 million in p			
							Insurance Company, Inc	AR .		Promience Health Plan Services			Catholic Health Initatives	
4807	Catholic Health Initatives	12909	42-1720801 .				Soundpath Health, Inc	. WA .	IA	Promience Health Plan Services	Ownership	37.4	Physician of Southwest	
400=		40000	10 1=00001										Washington	
4807	Catholic Health Initatives	12909 4	42-1720801.				Soundpath Health, Inc	. WA .		Promience Health Plan Services		. 62.6	Catholic Health Initatives	
4807	Catholic Health Initatives	15493	46-4495960 .				ClearRiver Health	l TN .	IA	Promience Health Plan Services	Ownership	100.0	Catholic Health Initatives	
4807	Catholic Health Initatives		46-4368223 .				Heartland Plains Health	NE .		Promience Health Plan Services			Catholic Health Initatives	
4807	Catholic Health Initatives	15499	46-4380824 .				RiverLink Health	. OH .	IA	Promience Health Plan Services			Catholic Health Initatives	
4807	Catholic Health Initatives	15486	46-4828332 .				RiverLink Health of Kentucky,							
							Inc	KY .	IA	Promience Health Plan Services	Ownership	100.0	Catholic Health Initatives	
4807	Catholic Health Initatives	15487	46-4373713 .				StableView Health	KY .	IA	Promience Health Plan Services	Ownership	100.0	Catholic Health Initatives	

Asterisk	Explanation
0000001	

STATEMENT AS OF June 30, 2014 OF THE QCA Health Plan, Inc.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

RESPONSE

See Explanation

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

Explanations:
1. This company has no Medicare Part D Coverage. Therefore no supplement will be filed.

Bar Codes:

OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF $June~30,\,2014~\text{OF}$ THE QCA Health Plan, Inc.

SCHEDULE A - VERIFICATION

Real Estate

		1	2
			Prior Year Ended
		Year To Date	December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition		
3.	Current year change in encumbrances		
4.	Total gain (loss) on disposals Deduct amounts received on disposals Total foreign exchange change in book/adjusted carrying va		
5.	Deduct amounts received on disposals		
6.	Total foreign exchange change in book/adjusted carrying va		
7.	Deduct current year's other than temporary impairment recdgrized		
8.	Deduct current year's depreciation		
9.	Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	mortgago Eduno		
		1	2
			Prior Year Ended
		Year To Date	December 31
1.	Book value/recorded investment excluding accrued interest, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals		
8.	Deduct amortization of premium and mortgage interest poin		
9.	Total foreign exchange change in book value/recorded inve		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 -		
	6 - 7 - 8 + 9 - 10)		
12.	Total valuation allowance		
13.	Subtotal (Line 11 plus Line 12)		
14.	Deduct total nonadmitted amounts		
15.	Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

Other Long-Term invested Assets		
	1	2
		Prior Year Ended
	Year To Date	December 31
Book/adjusted carrying value, December 31 of prior year	5,634	5,628
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.1 Actual cost at time of acquisition 2.2 Additional investment made after acquisition		
Capitalized deferred interest and other Accrual of discount		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	(177)	6
6. Total gain (loss) on disposals		
Total gain (loss) on disposals Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)	5,457	5,634
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	5,457	5,634

SCHEDULE D - VERIFICATION

Bonds and Stocks

		1	2
			Prior Year Ended
		Year To Date	December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	19,327,363	13,610,243
2.	Cost of bonds and stocks acquired	12,321,816	12,286,567
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)	841,641	1,128,099
5.	Total gain (loss) on disposals		
6.	Deduct consideration for bonds and stocks disposed of		
7.	Deduct amortization of premium		
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	30,078,873	19,327,363
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	30,078,873	19,327,363

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

	Dailing the Dail	one dualto.	101 all 2011a	<u> </u>	. oa otoon s	117 110 20018	,		
		1	2	3	4	5	6	7	8
		Book/Adjusted				Book/Adjusted	Book/Adjusted	Book/Adjusted	Book/Adjusted
		Carrying Value	Acquisitions	Dispositions	Non-Trading	Carrying Value	Carrying Value	Carrying Value	Carrying Value
		Beginning of	During Current	During Current	Activity During	End of	End of	End of	December 31
	NAIC Designation	Current Quarter	Quarter	Quarter	Current Quarter	First Quarter	Second Quarter	Third Quarter	Prior Year
BONDS	-	Carroni Quartor	<u> </u>	<u> </u>	Carroni Quarto:		Coociia Qualitoi		1 1.01 1 00.
	NAIC 1 (a)	9,842,824	8,159,971	160,000	577	9,842,824	17,843,372		10,886,740
	NAIC 2 (a)								
	NAIC 3 (a)								
	NAIC 4 (a)								
	NAIC 5 (a)								
6.	NAIC 6 (a)								
7.	Total Bonds	9,842,824	8,159,971	160,000	577	9,842,824	17,843,372		10,886,740
PREFE	RRED STOCK								
8.	NAIC 1								
9.	NAIC 2								
10.	NAIC 3								
11.	NAIC 4								
12.	NAIC 5								
	NAIC 6								
14.	Total Preferred Stock								
15.	Total Bonds & Preferred Stock	9,842,824	8,159,971	160,000	577	9,842,824	17,843,372		10,886,740
	(4): (10 :)/								

SI03	Schedule DA Part 1	IONE
SI03	Schedule DA Verification	IONE
SI04	Schedule DB - Part A Verification	IONE
SI04	Schedule DB - Part B Verification	IONE
SI05	Schedule DB Part C Section 1	IONE
SI06	Schedule DB Part C Section 2	IONE
SI07	Schedule DB - Verification	IONE
SI08	Schedule E - Verification (Cash Equivalents)	IONE

E01 Schedule A Part 2NONE
E01 Schedule A Part 3 NONE
E02 Schedule B Part 2 NONE
E02 Schedule B Part 3NONE
E03 Schedule BA Part 2 NONE
E03 Schedule BA Part 3 NONE

SCHEDULE D - PART 3

		Show	All Long-Term Bon	ds and Stock Acquired During the Curre	ent Quarter				
1	2	3	4	5	6	7	8	9	10
								Paid for	NAIC
								Accrued	Designation
CUSIP				Name of	Number of	ا ء		Interest and	or Market
	Daniel Control	F	Data Assatust			A -1 -1 O1	Day Val.		
Identification	Description	Foreign	Date Acquired	Vendor	Shares of Stock	Actual Cost	Par Value	Dividends	Indicator (a)
Bonds - U.S. Gove	rņments								
3137EADJ5	FREDDIE MAC		05/15/2014	Stephens Inc.	x x x	175.417	175.000	520	1FE
3137EADS5	FREDDIE MAC		06/03/2014	Stephens Inc.		352.499	350,000	417	1FE
3137EADQ9	FREDDIE MAC		06/03/2014	Stephens Inc.		350.728	350,000		1FE
3137EADJ5	FREDDIE MAC		06/03/2014	Stephens Inc.		350.613	350,000		
3137EADC0	Federal Home Loan Mortgage		06/03/2014	Stephens Inc.		352.214	350,000	826	
3135G0YE7	FANNIE MAE		06/03/2014	Stephens Inc.		350,882			1FE
3135G0JA2	Federal National Mortgage Association			Stephens Inc.		352,891			1FE
0.400001.00								394	
	Federal Home Loan Bank			Stephens Inc.				63	1FE
313379DD8	Federal Home Loan Bank		06/03/2014	Stephens Inc.	X X X	351,280	350,000	1,575	
912828SY7	US Treasury Note		06/13/2014	Stephens Inc.		198,398	200,000		1FE
3137EADT3	FREDDIE MAC	1	06/13/2014	Stephens Inc.		350,536	350,000	1,208	
3137EADP1	FREDDIE MAC		06/13/2014	Stephens Inc.		344,281	350,000		1FE
3137EADK2	FREDDIE MAC		06/13/2014	Stephens Inc.		340,076	350,000		
3137EADF3	Federal Home Loan Mortgage		06/13/2014	Stephens Inc.		353,364	350,000		1FE
3135G0YT4	. FANNIE MAE		06/13/2014	Stephens Inc.		350,371	350,000	253	1FE
912828TY6	US Treasury Note		06/26/2014	Stephens Inc.		47,100	50,000	93	1FE
					X X X				
0599999 Subtotal - Bo	onds - U.S. Governments	•			X X X	4,972,052	4,975,000	10.092	X X X
	•						,,,,,,,,,		
Bonas - Industriai	and Miscellaneous (Unaffiliated)								
464287242	Ishares Iboxx \$ Investment Grade Bond Fu		05/29/2014	Stephens Inc.	X X X	118,013	118,013		1FE
464287242	Ishares Iboxx \$ Investment Grade Bond Fu		06/27/2014	Stephens Inc.		12.489	12.489		1FE
92206C870	Vanguard Interm Term Corp Bond Fund ETF		05/29/2014	Stephens Inc.		279,619	279,619		1FE
92206C870	Vanguard Interm Term Corp Bond Fund ETF		06/27/2014	Stephens Inc.		28,433	28,433		1FE
92206C409	Vanguard Short Term Corp Bond Fund ETF		05/29/2014	Stephens Inc.		764.609			1FE
92206C409	Vanguard Short Term Corp Bond Fund ETF		06/27/2014	Stephens Inc.		65,772	65,772		1FE
464287457	Ishares Barclays 1-3 Year Treasury Bond		05/29/2014	Stephens Inc.		215.459	215.459		1FE
464287457	Ishares Barclays 1-3 Year Treasury Bond		06/27/2014	Stephens Inc.		16,051			1FE
78464A474	SPDR Barclays Short Term Corp Bond ETF		06/27/2014	Stephens Inc.		338.436			1FE
78464A375	SPDR Barclays Interm Term Corp Bond ETF		06/27/2014	Stephens Inc.		147,060	147,060		1FE
78464A375	SPDR Barclays Interm Term Corp Bond ETF		06/27/2014			343,670			1FE
46434V100	Ishares 0-5 Yr Investment Grade Corp Bon			Stephens Inc.		504,855	-040		1FE
46434V100			06/04/2014 06/27/2014	Stephens Inc.		353,453	504,855		1FE
	, ,					3,187,919	3,187,919		X X X
8399997 Subtotal - Bo						8,159,971	8,162,919	10,092	X X X
8399999 Subtotal - Bo	onds			<u></u>	X X X	8,159,971	8,162,919	10,092	X X X
Common Stocks -	Industrial and Miscellaneous (Unaffiliated)								
464287614	Ishares Trust Russell 1000 Growth Index		05/29/2014	Stephens Inc.	1.510.000	134.373	X X X		1FF
922042858	Vanguard FTSE Emerging Markets ETF		05/29/2014	Stephens Inc.		78,483	XXX		1FE
922042858	Vanguard FTSE Emerging Markets ETF		05/29/2014	Stephens Inc.	,	4,529	XXX		1FE
1 111	Ishares Russell Midcap Value	1	05/27/2014	Stephens Inc.		743.924	XXX		
									1FE 1FE
464287481	Ishares Russell Midcap Index Growth Fund		05/29/2014	Stephens Inc.			X X X		
464287598	Ishares Trust Russell 1000 Value Index F		05/29/2014	Stephens Inc.		374,452	X X X		1FE
464287465	Ishares MSCI EAFE Index Fund		05/29/2014	Stephens Inc.	2,320.000	160,915	X X X		1FE
464287465	Ishares MSCI EAFE Index Fund		06/27/2014	Stephens Inc.	30.000	2,103	X X X		1FE
464287630	Ishares Trust Russell 2000 Value Fund		05/29/2014	Stephens Inc.		393,626	X X X		1FE
9099999 Subtotal - Co	ommon Stocks - Industrial and Miscellaneous (Unaffiliated)	<u> </u>	<u></u>		XXX	2,132,185	X X X		X X X
9799997 Subtotal - Co	ommon Stocks - Part 3				X X X	2,132,185	X X X		X X X

SCHEDULE D - PART 3 Show All Long-Term Bonds and Stock Acquired During the Current Quarter

		SHOW	All Long-Term Bond	is and Stock Acquired During the Current	Quarter				
1	2	3	4	5	6	7	8	9	10
								Paid for	NAIC
								Accrued	Designation
CUSIP				Name of	Number of			Interest and	or Market
Identification	Description	Foreign	Date Acquired	Vendor	Shares of Stock	Actual Cost	Par Value	Dividends	Indicator (a)
9799999 Subtotal - Con	nmon Stocks				X X X	2,132,185	X X X		X X X
9899999 Subtotal - Pref	ferred and Common Stocks		X X X	2,132,185	X X X		X X X		
9999999 Total - Bonds,	Preferred and Common Stocks	X X X	10,292,156	X X X	10,092	X X X			

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of During the Current Quarter

									9 •	•	.,										
1	2	3	4	5	6	7	8	9	10		Change in Bo	ook/Adjusted Ca	rrying Value		16	17	18	19	20	21	22
		F								11	12	13	14	15							1
		0																			1
		r							Prior Year			Current Year's		Total	Book/				Bond Interest/		1
		e							Book/	Unrealized		Other Than	Total	Foreign	Adjusted	Foreign			Stock	Stated	NAIC
		Ιį			Number				Adjusted	Valuation	Current Year's	Temporary	Change in	Exchange	Carrying Value	Exchange	Realized	Total	Dividends	Contractual	Designation
CUSIP		,	Disposal	Name of	of Shares		Par	Actual	Carrying	Increase/	(Amortization)/	Impairment	B./A.C.V.	Change in	at Disposal	Gain (Loss)	Gain (Loss)	Gain (Loss)	Received	Maturity	or Market
Identification	Description	9 n	Date	Purchaser	of Stock	Consideration	Value	Cost	Value	(Decrease)	Accretion		(11 + 12 - 13)		Date	on Disposal	on Disposal	on Disposal	During Year	,	Indicator (a)
	•	+"	Date	i dicilasei	OI OLOCK	Consideration	value	0031	value	(Decrease)	Accietion	rtecognized	(11 + 12 - 10)	D./A.C.V.	Date	On Disposal	оп Бізрозаі	On Disposai	Dulling Teal	Date	mulcator (a)
Bonds -	Ų.S. Governments																				1
31398AXJ6 .	. Federal NAtional Mortgage Association .		05/15/2014	Stephens Inc	XXX	160,000	160,000	161,483	160,136		136		136		160,000				2,000	05/15/2014	1FE
0599999 Subt	otal - Bonds - U.S. Governments				XXX	160,000	160,000	161,483	160,136		136		136		160,000				2,000	XXX.	XXX.
8399997 Subt	otal - Bonds - Part 4				XXX	160,000	160,000	161,483	160,136		136		136		160,000				2,000	XXX.	XXX.
8399999 Subt	otal - Bonds				XXX	160,000	160,000	161,483	160,136		136		136		160,000				2,000	XXX.	XXX.
Common	Stocks - Industrial and Mis	scella	neous (l	Jnaffiliated)																	
464287614	. Ishares Trust Russell 1000 Growth Index	:		Stephens Inc	35.000	3,170	xxx	3,115	3,115						3,115		56	56		XXX.	1FE
464287473	Ishares Russell Midcap Value]	06/27/2014	Stephens Inc	845.000	61,067		59,192							59,192		1,875	1,875		XXX.	1FE
464287481 . 464287598 .	Ishares Russell Midcap Index Growth Full Ishares Trust Russell 1000 Value Index F		06/27/2014	Stephens Inc	130.000	11,603	XXX	26 113	11,274						26 113		700	700		XXX.	1FE
464287630	Ishares Trust Russell 2000 Value Fund .			Stephens Inc.	270.000			26,771	26,771						26,771		845	845		XXX .	1FE
	otal - Common Stocks - Industrial and Misco	ellaneous		p	XXX	130,359		126,465							126,465		3,896	3,896		XXX.	XXX.
9799997 Subt	otal - Common Stocks - Part 4			<u>'</u>	xxx	130,359		126,465							126,465		3,896	3.896		XXX.	xxx.
9799999 Subt	otal - Common Stocks				xxx	130,359		126,465							126,465		3,896	3,896		XXX.	XXX.
9899999 Subt	otal - Preferred and Common Stocks				XXX	130,359		126,465							126,465		3,896	3,896		XXX.	XXX.
9999999 Tota	I - Bonds, Preferred and Common Stocks .				XXX	290,359	XXX	287,948	286,601		136		136		286,465		3,896	3,896	2,000	XXX.	XXX.

⁽a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

E06 Schedule DB Part A Section 1
E07 Schedule DB Part B Section 1NONE
E08 Schedule DB Part D Section 1NONE
E09 Schedule DB Part D Section 2 - Collateral Pledged By Reporting Entity NONE
E09 Schedule DB Part D Section 2 - Collateral Pledged To Reporting Entity NONE
E10 Schedule DL - Part 1 - Securities Lending Collateral Assets NONE
E11 Schedule DL - Part 2 - Securities Lending Collateral Assets NONE

SCHEDULE E - PART 1 - CASH

	Mont	h End D	epository B	alances					
1			3	4	5	Book Balance at End of Each Month			
				Amount	Amount of	During Current Quarter			
				of Interest	Interest	6	7	8	
				Received	Accrued				
				During	at Current				
			Rate of	Current	Statement	First	Second	Third	
	Depository	Code	Interest	Quarter	Date	Month	Month	Month	*
open depositories									
Arvest Bank Trust	P.O. Box 1583, Little Rock,								
	AR 72203					7,936	7,691	7,446	XXX
Arvest Bank	P.O. Box 1583, Little Rock, AR 72203					8,959,568	6,072,296	10,600,910	XXX
Stephens Bank Trust	111 Center St. Little Rock, AR 72201					184,498			
Arvest Bank Non-negotiable CD	P.O Box 1583, Little Rock, AR 72203					5,064,180		·	
Bank of the Ozarks	12615 Chenal Pkwy, Ste 100, Little Rock, AR 72211		0.010			210,160			
	Little Nock, AIX 72211					210,100	101,120		XXX
0199998 Deposits in	0 depositories that do not exceed the								
allowable limit in any one depository (see Instructions) - open depositories .		XXX	X X X						XXX
0199999 Totals - Open Depositories		XXX	X X X	10,567		14,426,342	18,021,488	16,210,301	XXX
suspended depositories									
·	0 depositories that do not exceed the								
	sitory (see Instructions) - suspended								
depositories									XXX
0299999 Totals - Suspended Depositories									XXX
0399999 Total Cash On Deposit		XXX	X X X	10,567		14,426,342	18,021,488	16,210,301	XXX
		1	242424	1 1/1/1/	V V V				I v v v
0499999 Cash in Company's C	Office	XXX	X X X	. XXX.	X X X				XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter												
1	2	3	4	5	6	7	8					
						Amount of						
		Date	Rate of	Maturity	Book/Adjusted	Interest	Amount Received					
Description	Code	Acquired	Interest	Date	Carrying Value	Due & Accrued	During Year					
	N C	NE										
8699999 Total - Cash Equivalents												

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